

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF
UNDER
THE SECURITIES ACT OF 1933**

LEARN CW INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands
(State or other jurisdiction of incorporation or organization)

98-1583469
(I.R.S. Employer Identification Number)

11755 Wilshire Blvd.
Suite 2320
Los Angeles, California
(Address of Principal Executive Offices)

90025
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant	The New York Stock Exchange
Class A ordinary shares, par value \$0.0001 per share	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

333-254820

Securities to be registered pursuant to Section 12(g) of the Act:

N/A
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are units, Class A ordinary shares, par value \$0.0001 per share, and redeemable warrants to purchase Class A ordinary shares, of Learn CW Investment Corporation (the "**Registrant**"). The description of the units, Class A ordinary shares and redeemable warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-1 (File No. 333-254820), originally filed with the Securities and Exchange Commission on March 19, 2021, as thereafter amended and supplemented from time to time (the "**Registration Statement**") to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

LEARN CW INVESTMENT CORPORATION

Date: October 6, 2021

By: /s/ Robert Hutter
Name: Robert Hutter
Title: Chief Executive Officer and Director

[Signature page to Form 8-A]
